

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

Via Federal Express

June 20, 2006

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 21718-B FILED

JUN 21 '06

3-40 PM

SURFACE TRANSPORTATION BOARD

RE: TERMINATION ("Termination") dated as of June 15, 2006, and executed by **Helm-Pacific Leasing**, a Nebraska general partnership.

Dear Mr. Williams:

On behalf of **Helm-Pacific Leasing**, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereby the following document:

Four (4) fully-executed original copies of the above-referenced Termination.

In connection with the recording of the Termination please note the following information:

Name & Address of Lessor: **Helm-Pacific Leasing**
c/o Helm Pacific Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

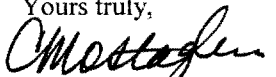
Name & Address of Lessee: **Unimin Corporation**
258 Elm Street
New Canaan, CT 06840

Equipment: Eleven (11) covered hopper railcars bearing the reporting marks HPJX 3300-3310.

Previous STB Filing: Memorandum of Master Lease Agreement dated as of April 1, 1998 filed at the Surface Transportation Board of the Department of Transportation ("STB") under **STB Recordation No. 21718-A on October 16, 1998 at 10:36 a.m.**

Please file this Termination as a supplementary document and return three (3) endorsed originals to my attention. Lessor's check covering the \$34 filing fee is enclosed.

Yours truly,


Cecilia Mostaghim
Contract Administrator

Enclosures (4)



JUN 21 '06

3-40 PM

TERMINATION

SURFACE TRANSPORTATION BOARD

THIS TERMINATION ("Termination") is dated as of June 15, 2006, and executed by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into a Master Lease Agreement dated as of April 1, 1998 ("Master Lease") and Schedule No. 1 thereto dated as of April 1, 1998 ("Schedule No. 1") with Unimin Corporation, a Delaware corporation, with respect to the eleven (11) covered hopper railcars described in Schedule A attached hereto ("Units"). With respect thereto, a Memorandum of Master Lease Agreement dated as of April 1, 1998, was filed with the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 21718-A on October 16, 1998 at 10:36 a.m. ("Memo").

The purpose of this Termination is to provide a formal record for filing with the STB that the Memo has been terminated.

2. **Termination.** The Memo and any other documents recorded under STB Recordation No. 21718 are hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due authority, has caused this Termination to be signed in its name as of the date first above written.

HELM-PACIFIC LEASING

By: Helm Pacific Corporation, a
General Partner

By: Matthew M. Ogburn
Name: Matthew M. Ogburn
Title: Senior Vice President, Secretary and General Counsel

By: Union Pacific Venture Leasing,
Incorporated, a General Partner

By: Edward J. Weber
Name: Edward J. Weber
Title: President

*am*

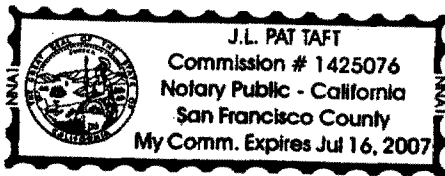
STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

)
) S.S.
)

On June 15, 2006, before me, J. L. Pat Taft, personally appeared Matthew M. Ogburn, Senior Vice President, Secretary and General Counsel of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-
proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.

J. L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA
COUNTY OF DOUGLAS

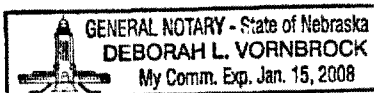
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) S.S.
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On June 19, 2006, before me, Deborah L. Vornbrock, personally appeared Edward J. Weber, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

X personally known to me -OR-
proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Deborah L. Vornbrock
SIGNATURE OF THE NOTARY

[Notarial Seal]

am

SCHEDULE A

To the Termination dated as of June 15, 2006

The Units:

Description of Units: Eleven (11), 100-ton, 3,500-3,700 c.f.c., 3-pocket covered hopper railcars built by ACF in 1964-1965.

Reporting Mark and Numbers: HPJX 3300-3310